

**Constitution and By-Laws**

**of**

**Mechanics' Institute**

**of**

**San Francisco**

**California**

**December 1967**

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## MECHANICS' INSTITUTE

Organized - - December 11, 1854  
Incorporated - - April 24, 1855  
Re-Incorporated - December 8, 1869  
Re-Incorporated - January 27, 1906

At the last re-incorporation the Mercantile Library Association was consolidated with Mechanics' Institute.

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# Constitution of Mechanics' Institute

## ARTICLE I -- NAME

The corporate name and title of this Association shall be "Mechanics' Institute."

## ARTICLE II -- LOCATION

The location of this Association shall be in the City and County of San Francisco, State of California.

## ARTICLE III -- OBJECT

The objects of this Association are charitable, in particular the establishment of a library of circulation and reference and the formation of classes and delivery of lectures.

*Amended 2/27/68*

livery of lectures for tuition, the purchase of property and erection of buildings for the requirements of the Institute, and for any scientific, mechanical and literary purpose.

SECTION 2. There shall be a Chess and Checker Room.

## ARTICLE IV -- TERM OF EXISTENCE

The term of existence of this Association shall be perpetual.

## ARTICLE V -- TRUSTEES

A. S. Hallidie, Joseph R. Wilcox, Henry L. Davis, John H. Gilmore, George Pardy, David R. Coleman, William C. Pease, Henry C. Macy, W. W. Hanscom, H. P. Herrick, John Hancock, Jacob Browning, I. M. Scott, and Joseph Britton shall be the first Board of Trustees, and shall serve for the term of six months.

(Note: This Article relates to the re-incorporation of 1869).

## ARTICLE VI -- PROPERTY

Section 1. No shares of stock nor any individual right in the property of this Association shall exist or be acquired during the existence of the Association, but the property belonging to, and in the name of Mechanics' Institute is irrevocably dedicated to charitable purposes and shall be held in Trust by the Trustees for this Association, and never be diverted from the purposes and intention for which it is organized.

*Amended 2/29/68*

Section 2. In the event of termination, or liquidation or dissolution of this Association, the net assets shall be distributed to one or more corporations or other organizations organized and operating exclusively for charitable purposes.

of the Institute not less than twelve months anterior to their election, seven of whom shall be elected annually by the members on the last Tuesday in February to serve for two years.

SECTION 2. Immediately after the annual meeting, the Board of Trustees shall organize by electing by ballot from their number, the officers designated in Article XI, Section 1, of this Constitution. At least eight votes shall be necessary to elect.

SECTION 3. The Association shall have a seal, the device being a circular legend, consisting of the words, "Mechanics' Institute, San Francisco, 1855, California" (letters and figures being reversed), inclosing a design consisting of a shield bearing a beehive, above which is a plumb line and leveler, crossed, surmounted by compass, square and rule intertwined; at left of shield is an anvil with hammer resting against it; at the right an anchor projects its flukes from behind shield; at each side above shield is a cornucopia turned down; above the shield is a pair of scales in true balance, the bowls of the scales supporting ends of scroll bearing motto: "Be Just and Fear Not"; in the middle above scroll is a bent arm holding hammer in hand, the forearm crossing beam of scales.

SECTION 4. The President shall preside at all meetings of the Institute and of the Board. In case of his absence or inability from any cause, the First Vice-President, or the Second Vice-President, or the Treasurer, in the order named, shall preside, or in the absence of all of the elective officers, the members of the Board of Trustees present shall elect one of their number President pro tem., who for the time being shall exercise the full powers of the President.

SECTION 5. The Board of Trustees shall fill all vacancies which may occur in its own body, subject to the approval of the Institute at its next meeting, and are authorized to create and appoint such officers or agents as they may think proper for the management of the Association, and the Board may adopt By-Laws and regulations for the management of the affairs of the Association--change, alter or repeal the same--provided such By-Laws and regulations are not inconsistent with the laws of the State or these presents.

SECTION 6. The Board of Trustees is authorized to receive and hold in trust for the Association, such bequests, donations and endowments as may be proper for the furtherance of the objects of its organization, and to carry out the wish and intention of the donor, consistent with the corporate articles of the Association and laws of the State.

SECTION 7. In the administration of the affairs of the Association, the Board of Trustees shall be guided primarily by the following principles:

To preserve inviolate the integrity of the Mechanics' Institute. Devotion to progress in technical education and the economic industries. Diffusion of knowledge at the least expense to the seeker.

SECTION 8. For the transaction of business eight Trustees shall constitute a quorum.

#### ARTICLE VIII -- MEMBERSHIP

SECTION 1. Any person of good character may become a member of this Association by: 1--Signing the Constitution and By-Laws. 2--Paying an entrance fee of one dollar. 3--Paying the current year's dues in advance; and 4--Being approved by the Board of Trustees. Upon death of a subscribing member, such surviving relative as may be approved by the Board of Trustees, may upon signing the Constitution and By-Laws, continue the membership of such deceased member in his or her own name without the payment of entrance fee. Upon approval, the membership shall relate to the date of the signing of the Constitution.

SECTION 2. Any non-resident of good character, who is not objected to by the Board of Trustees, may have the use of the rooms of the Association upon the payment of fifty cents per month in advance.

SECTION 3. The annual dues for membership shall be six dollars, payable annually in advance on the first business day of January, a fractional year's dues being collected in the first instance when necessary to conform to this section.

SECTION 4. Neglect to pay dues in advance shall deprive a member of his or her privileges, and a continuance of such neglect for six months shall forfeit his or her membership, upon a declaration of such forfeiture by the Board of Trustees. Provided, however, that upon payment of the amount due at the time of forfeiture of membership together with the amount that has accrued from the date thereof to the date upon which application for reinstatement is made, the Board of Trustees may order that a member be reinstated, the membership then to continue as of the original date thereof.

SECTION 5. Persons of good character may become life members of this Association, upon approval by the Board of Trustees, by signing the Constitution and By-Laws and paying a fee of one hundred dollars. A member of the Mechanics' Institute who has paid dues continuously for a period of thirty years shall thereupon be and become a life member of the Mechanics' Institute and a certificate to that effect shall be issued to such life member by the Secretary. Life members shall be entitled to all the privileges of membership, and shall be exempt from all dues or assessments during their lives.

SECTION 6. All members in good standing in the Mechanics' Institute of the City of San Francisco are hereby declared members of the new organization under these articles of incorporation.

SECTION 7. For distinguished services, the Board of Trustees may recommend to any regular meeting of the members of the Mechanics' Institute the names of persons for election as Honorary Members of the Institute; but in no case shall the members elected as Honorary Members exceed ten in one year. Such Honorary Member shall be entitled to all the privileges of membership, except voting and holding office.

#### *ARTICLE IX -- ELECTION*

SECTION 1. Election shall be by mailed ballot, subject to all provisions of the Constitution and By-Laws not inconsistent herewith.

SECTION 2. Every person who has been a member for at least six months previous to an election shall be entitled to one vote. But no member shall be permitted to vote until he has fully paid up all arrearages of dues to and including the current year next preceding the date of the election.

SECTION 3. The election of the Board of Trustees, as provided in Section 1 of Article VII, shall be held under the superintendence of three Judges, selected from the members of the Institute by the Board of Trustees for the time being. At least twenty days' previous notice of such elections shall be given by posting on the doors of the library and chess rooms.

SECTION 4. Nominations for the office of Trustee shall be made at the meeting of the members of the Mechanics' Institute to be held during the month of December of each and every year, or at any subsequent meeting duly called and held at least thirty days prior to the annual election. Any member in good standing may nominate any member for the office of Trustee of the Institute, provided that each and every candidate so nominated shall file with the Secretary of the Insti-

tute, at least twenty days prior to the day of election, an acceptance of his candidacy, otherwise such nomination shall be void and of no effect, and provided further, that this shall not preclude any additional nominations by petition filed with the Secretary of the Institute at least twenty days prior to the day of election, and said petition shall be endorsed by twenty-five members of the Institute entitled to vote at the ensuing election, and who shall endorse no other candidate's nomination.

SECTION 5. Ballots shall be provided by the Secretary of the Institute, and shall be uniform in size, color and weight of paper, and shall have no mark, printed character or design whatever on the back. On the face of the ballot shall be printed the number of Trustees to be voted for, the announcement of the date when the election is to be held, and, alphabetically, the names of all the eligible candidates, together with address and occupation, but without other distinctive term.

Each member entitled to vote shall have the right to vote for as many candidates as there are Trustees to be elected, and he shall indicate the candidates he votes for by marking their names with a cross in the lefthand margin of the ballot, and in no other way.

All ballots with more marked names than the number of Trustees to be elected shall be rejected and not counted nor regarded other than as blank ballots.

In counting votes for Trustees the names marked as required upon all ballots properly cast shall be counted and credited upon the tally sheet, and the candidates receiving the highest number of votes shall be declared elected.

The judges of election shall immediately file their report to the Board of Trustees with the Secretary. The poll list, tally sheet and ballots shall be placed in charge of the Secretary, and held by him, subject to the order of the Board of Trustees.

The Ballots after being securely sealed shall remain in the custody of the Secretary for the term of six months from the day of election, and shall never be opened except in case of a contest for the office of Trustee. At the expiration of the said six months they shall be destroyed. The poll list and tally sheet shall be opened to the inspection of any defeated candidate or any member of the Institute, under such reasonable regulations as the Board of Trustees may by a majority vote of its members determine.

SECTION 6. In case the election of Trustees should not take place on the day fixed by the Constitution, it shall be the duty of the Board of Trustees to give notice of an election, to take place as soon thereafter as practicable from the date of the day upon which the election should have been held; and in such case the Trustees of the Institute shall remain in office until such election is held and their successors are qualified.

SECTION 7. At the annual meeting of the members the presiding officer shall appoint a Committee of three, outside the Board of Trustees, to qualify and install the Trustees elect; and it shall be the duty of this Committee to see that all of the provisions of the Constitution relative to the election of Trustees have been carried out, and to formally administer the following obligation to each Trustee elect, at the said annual meeting, or within two weeks thereafter:

"I, ..... , having been duly elected Trustee of the Mechanics' Institute, do promise faithfully and honestly to perform the duties of said office, and to support and advance the best interests of the Association."

Signed this ..... day of ..... , 19.....

In presence of:

.....

.....

.....

Committee

The above obligation having been duly administered and signed, the party so signing, being otherwise qualified, shall be declared duly installed, and shall enter upon the performance of his duties immediately thereafter; and in the event of failure to qualify within the specified time, the office of the person so failing shall be declared vacant.

#### ARTICLE X -- VACANCIES

SECTION 1. Vacancies occurring in the elective offices of the Institute shall be filled by the Board of Trustees, subject to the approval of the Institute at its next meeting.

#### ARTICLE XI -- OFFICERS

SECTION 1. The officers of the Institute shall be a President, a First Vice-President, a Second Vice-President,

and a Treasurer, to be elected annually by the Board from its own members; and a Secretary to be appointed by the Board, from without its body, who shall hold office at the pleasure of the Board. The Board of Trustees shall, at the same time, elect as the depository for the funds of the Institute, one or more solvent incorporated banks in the City and County of San Francisco.

SECTION 2. The President shall preside at all meetings of the Institute and of the Board of Trustees, and preserve order; and in case of an equal division upon a question, shall give the casting vote.

SECTION 3. The President shall have the power to call special meetings of the Board of Trustees and of the Institute whenever he may deem it expedient.

SECTION 4. The President, at the expiration of his term of office, or oftener, if so required by the Institute, shall make a written report of the general doings of the Institute, and suggest such means as may seem to him best calculated to promote its prosperity.

SECTION 5. The First Vice-President shall perform all the duties of the office of President in the absence or disqualification of that officer.

SECTION 6. The Second Vice-President shall perform all the duties of the President in the absence or disqualification of both the President and the First Vice-President.

SECTION 7. The Treasurer shall see that the current funds of the Institute are deposited in such bank, or banks, and under such conditions as to withdrawal, as the Board of Trustees may, from time to time, direct; he shall perform all

of the duties of the President in the absence or disqualification of the President, the First Vice-President, and the Second Vice-President.

SECTION 8. The Secretary shall see that the provisions of the Constitution are carried out in so far as they relate to the operation of the affairs of the Institute; he shall attend Board and Institute meetings and shall truly record the proceedings thereof in books kept for that purpose; he shall have charge, under the direction of the Board, of the financial affairs of the Institute and shall keep the proper books and records reflecting their condition, reporting thereon to the Board when required; he shall also perform such other duties as the Board may from time to time direct.

SECTION 9. The Board of Trustees shall be vested with full power to appropriate funds, enact By-Laws, and conduct the affairs of the Institute.

#### ARTICLE XII -- MEETINGS

SECTION 1. There shall be an annual meeting of the Institute on the first Tuesday in the month of April of each year for the purpose of receiving the reports of the Board of Trustees, exhibiting the state of the Institute finances and property, and for the transaction of such other business as may be presented. At the Annual meeting business shall be transacted as at an ordinary Institute meeting.

SECTION 2. At all meetings of the Institute, at least thirty members shall be present for the transaction of business.

SECTION 3. There shall be a meeting of the members of the Institute on the first Tuesday in the month of December of each year, notice of which and of the annual meeting shall be given by mail, and by posting on the doors of the Library and Chess Room for at least one week previous to each meeting.

If the day for any of said meetings of the Institute shall fall upon a legal holiday, the said meeting shall be held on the succeeding Tuesday.

In event that there shall be no quorum present the meeting shall be held on the following Tuesday or on such later date as may be fixed by the Board of Trustees, notice thereof being given by mail to each member of the Institute at least three days before the day of the meeting.

SECTION 4. The President, at the request of the Board of Trustees, or by written request of twenty-five members stating the reason thereof, shall call a meeting of the Institute for transacting special business, giving three days' notice thereof in two daily city papers, and by posting on the doors of the Library and Chess Room for at least three days prior to such meeting. The members petitioning for said meeting must be in good standing and at least six months members of the Institute.

#### ARTICLE XIII - FINANCES

SECTION 1. No mortgage or bonded debt shall be incurred by the officers and members of the Mechanics' Institute except to purchase real estate and improvements, if any, thereon, or to erect or improve buildings on real estate owned by the Institute.

SECTION 2. The funds of the Institute shall be expended as the Board of Trustees shall, from time to time, direct.

SECTION 3. All documents affecting the funds of the Institute, or by which pecuniary liabilities can be incurred, must be authorized at a stated or called meeting of the Trustees, be assented to by a majority of the whole Board, and be signed by such person, or persons, as are authorized by by the Board so to do.

SECTION 4. The Secretary, the Librarian, and all other employees of the Institute shall receive such compensation as the Trustees shall from time to time determine; but in no case shall they be appointed or employed from the elected officers of the Institute.

SECTION 5. No pecuniary compensation shall be allowed members of the Board of Trustees.

SECTION 6: A perpetual endowment for the Mechanics' Institute is hereby created and established, consisting of the following present assets of the Mechanics' Institute, to-wit: (a) the Post Street Lot together with the building and improvements thereon, (b) Three Hundred and Eight (308) Civic Center and City Hall Bonds of the City and County of San Francisco, and (c) the sum of Fifty-one Thousand Two Hundred Twenty-eight Dollars and Thirty-six cents (\$51,228.36), which latter sum is the balance remaining after the purchase of said bonds and the payment of the mortgage on the Post Street Lot and Building out of the Seven Hundred Thousand Dollars (\$700,000.00) received by the Mechanics' Institute for its so-called Pavilion Block. None of the foregoing money, property, or assets, of the Mechanics' Institute, nor any of the proceeds thereof, save the interest and income a-

rising therefrom, shall ever be used or expended for any purpose whatsoever, save by way of investment or reinvestment for income-producing purposes.

SECTION 7. (a) All employees of the Mechanics' Institute if and when they shall have been in its employment for the period of at least thirty (30) years of actual service, which period of service need not be consecutive, and which employment may be terminated by either the Mechanics' Institute, or by the employees, may become entitled to receive, from the Mechanics' Institute, a monthly pension. Such pension shall be in lieu of and supersede all salaries and/or other emoluments from the Mechanics' Institute, and such pensioned employees shall, after becoming entitled to and accepting such pension payment, be retired from service as an employee, provided that such pensioned person may be thereafter employed as a temporary employee from time to time, at a mutually agreed compensation without affecting such employees' existing pension, in any manner.

(b) Such monthly pension shall be paid to such employees on the first day of each and every month during the life of the pensioned employee.

(c) Such monthly payments shall be computed as follows:

(1) In the case of an employee of the Mechanics' Institute who is not covered by the Federal Social Security Act, the payment shall amount to sixty (60) per cent of the average monthly salary paid to said employee by the Mechanics' Institute during the period of five (5) years next preceding the date when such employee shall have been retired after completing thirty (30) or more years of actual service.

(2) In the case of an employee of the Mechanics' Institute who is covered by the Federal Social Security Act, the payment shall amount to the difference between the Social Security benefits that the employee is entitled to (including those to which he or his family is entitled by reason of having a spouse who has reached the age of sixty-five (65) years), and the amount of sixty (60) per cent of the average monthly salary paid to said employee by the Mechanics' Institute during the period of five (5) years next preceding the date when such employee shall have been retired after completing thirty (30) or more years of actual service. These payments shall commence concurrently with the commencement of the Social Security payments to the said employee, and not prior thereto. If said employee continues in a gainful employment after his sixty-fifth birthday and thereby reduces the benefits to which he is entitled under Social Security, said monthly payments shall be computed as though the said employee was not so gainfully employed and was receiving his full Social Security benefits.

(d) In the case of any employee, whether covered by the Federal Social Security Act or not, and as an additional limitation on the monthly payments as computed in paragraph (c) of this section of Art. XIII, where said employee receives payments in the nature of a pension from other sources, said payments being attributable in whole or in part of the said employee's employment by the Mechanics' Institute, then the amount of such payments shall be deducted from the monthly payments as computed in Section 7 (c).

(e) Any employee of the Mechanics' Institute who shall become entitled to receive such pension, and shall have e-

lected to receive the same, and shall have been retired, shall continue to receive such pension for life from and after the time when such pension becomes payable to such employee notwithstanding any amendments hereafter made to this Section 7 of Article XIII of this Constitution, or otherwise; the provisions hereof creating such pension payment and the acceptance thereof by any employee as provided in Subdivision (d) or (f) hereof being hereby declared to be a contract between the Mechanics' Institute and such employee.

(f) Any person entering the employment of the Mechanics' Institute subsequent to the adoption of Section 7 of Article XIII of this Constitution shall become eligible to pensions therein provided for.

(g) All such pensions shall be appropriated, paid and disbursed by the Board of Trustees from the general funds of the Mechanics' Institute.

(h) Any employee of the Mechanics' Institute who has become entitled to and has accepted the pension privilege in this section provided for may thereafter continue in the employ of the Mechanics' Institute, with its permission; in such event the provisions in this Section for payment of a pension to such employee shall become operative only upon the cessation of permanent employment.

SECTION 8. (a) The Board of Trustees shall, from time to time, invest the surplus funds of the Institute in real, or personal or mixed property, specifically including, but not by way of limitation, corporate obligations of every kind, and stocks, preferred or common, which men of prudence, discretion and intelligence, acquire for their own account. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the property and funds of the Institute, the Board of Trustees shall exercise the judgment and care,

under the circumstances then prevailing, which men of prudence, discretion and intelligence exercise in the management of their affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income, as well as the probable safety of their capital, provided, however, that no sale or disposal of real property shall be made without the consent of the membership of the Institute given at a regular or special members meeting.

(b) The funds of the Institute may be deposited by the Board of Trustees at interest in any savings bank or in the savings department of any bank, and such shall be a qualified investment to the extent that such deposit is insured under any present or future law of the United States, or to such greater extent as a Court of competent jurisdiction may authorize.

#### ARTICLE XIV -- NEGLECT OF OFFICIAL DUTY

SECTION 1. In case of official misconduct or neglect of duty on the part of a member of the Board, the Trustees shall have power, by a vote of two-thirds of their members, to declare vacant the office of said Trustee from which action of the Board an appeal may be taken by said Trustee to the next meeting of the Institute; provided, however, that notice of intention so to do be filed with the Secretary of the Board of Trustees within sixty days from the date upon which the declaration of the vacancy was made.

#### ARTICLE XV -- EXPULSIONS

SECTION 1. The Board of Trustees may adopt and enforce rules for the operation of the Library and the Chess

Room and for the conduct of the members. Such rules shall be posted in a location accessible to the members. If a member violates the rules or engages in conduct detrimental to the enjoyment of the facilities by other members, the Secretary, the Librarian, the Director of the Chess Room or the senior employee present may request the offending member to withdraw immediately from the premises and to refrain from the use of all or part of the premises for not more than 72 hours. Such a request must be complied with promptly.

SECTION 2. Any member may be suspended or expelled and deprived of membership by the vote of a majority of those present at any meeting of the Board of Trustees for violation of rules adopted pursuant to Section 1, for wantonly creating a disturbance at any meeting of the Institute, for taking part in any measure designed to injure the Institute, for purposely defacing or damaging the books, equipment, building, rooms or appurtenances thereof for conduct detrimental to the enjoyment of the facilities by other members or for failure to comply with a request to withdraw made in accordance with Section 1 of this Article. Suspension or expulsion shall be governed by the provisions of this Article.

SECTION 3. (a) Conduct proscribed by this Article may be reported to the Secretary in writing. The Secretary shall promptly notify the President of the Board of Trustees, or any Trustee designated by the President to receive such reports, whenever any report is filed. If further proceedings under this Article seem to be in the best interests of the Institute, the President shall cause the Secretary to notify the allegedly offending member of the report which has been filed, that further proceedings are under consideration by a special committee of the Trustees, and that the member may request a hearing before the special committee.

(b) A special committee of three Trustees shall be appointed by the President to consider reports filed under this Section. The Committee shall designate a time and place of meeting, which shall be on the premises of the Institute, and notify any member who has requested a hearing before the committee. The committee shall convene as soon as practical after a request for hearing, the member who has requested a hearing being present. The committee in its discretion may hear witnesses and arguments, consider written material and permit the examination of witnesses. Upon completion of the hearing, the special committee shall report its findings to the Board of Trustees at a regular or special meeting.

(c) The Board of Trustees shall consider the report and findings of its special committee and take such action as appears to it to be appropriate in the circumstances.

#### ARTICLE XVI -- ALTERATIONS AND AMENDMENTS

SECTION 1. This Constitution may be altered or amended only by a vote of two-thirds of the members casting valid ballots. Before any such vote shall be taken, notice of the proposed amendment shall be given at a regular meeting of the members. Voting on proposed alterations and amendments shall be by mail, subject to any provisions of the By-Laws regulating the manner of such voting.

**By-Laws  
of  
Mechanics Institute**

**ARTICLE I**

**MEETINGS OF BOARD OF TRUSTEES**

**SECTION 1. -- REGULAR MEETINGS**

The Board of Trustees shall hold a regular monthly meeting at the office of the Mechanics' Institute, or at such other place as may be agreed upon, on the first Tuesday of each month at seven P.M.

**SECTION 2. -- SPECIAL MEETINGS**

(a) The President may, when he deems it necessary for the well being of the Institute, and must, upon the request in writing of three members of the Board, call a special meeting of said Board of Trustees.

(b) The notice or call for such special meeting shall clearly state the object and purpose of such special meeting and no business, other than that so specified in such notice or call, shall be transacted at such meeting.

(c) Notices or calls for special meetings must in all cases be served personally upon each member of said Board not less than twenty-four hours before the time set for such meeting, or, if personal service cannot be made, then by mailing a notice to such member addressed to his last known

place of residence, or last known place of business, at least twenty-four hours before such meeting.

(d) In case of the death, disability or absence from the city of the President, or in case of his refusal to call such special meeting when properly requested so to do, the First Vice-President, the Second Vice-President or the Treasurer, in the order named, may, and upon the request in writing of three members of the Board must, call a special meeting of said Board.

(e) In case of the death, disability or absence from the city of the President and the First Vice-President and the Second Vice-President and the Treasurer, five members of the Board of Trustees may call a special meeting by issuing a notice or call therefor, stating the object and purpose of such meeting, and serving the same upon each member of said Board as hereinbefore provided, at least twenty-four hours previous to the time set for such special meeting.

#### *SECTION 3. -- PRESIDING OFFICER*

The President or in his absence the First Vice-President or the Second Vice-President or the Treasurer, in the order named, shall preside at all meetings. In event of the absence of all of said officers the Trustees present shall elect one of their own number to serve as President pro tem.

#### *SECTION 4. -- QUORUM*

Eight members of the Board shall constitute a quorum.

#### *SECTION 5 -- ROLL CALL*

The order of business at all meetings of the Board shall commence with a roll call by the Secretary, whose duty it

shall be to note in his minutes all members of the Board present as well as all absentees.

### *SECTION 6. -- ORDER OF BUSINESS*

The order of business for all regular meetings after roll call shall be as follows:

1. Reading of the minutes of the last meeting.
2. Reports of Standing Committees.
3. Reports of Special Committees.
4. Reports of Secretary.
5. Reports of Librarian.
6. Communications.
7. Unfinished Business.
8. New Business.

### *ARTICLE II*

#### *OFFICERS*

#### *SECTION 1. -- PRESIDENT*

The President shall be elected as provided in the Constitution. He shall preside at all meetings of the Institute and all meetings of the Board of Trustees, and shall preserve order thereat. He shall appoint all committees, regular or special. He shall be ex-officio a member of all committees of the Board of Trustees. He shall have power to call special meetings of the Board of Trustees or of the Institute in the manner prescribed in the Constitution whenever he may deem it expedient. He shall, upon request of the Board of Trustees or upon written request of twenty-five members in good standing who have been members for at least six months, stating the reason thereof, call a meeting of the Institute for transacting special business, giving three days notice thereof in

two daily papers and by posting such notice on the doors of the Library and Chess Room for at least three days prior to such meeting.

He shall sign all orders on the funds of the Institute authorized by the Board of Trustees.

He shall have custody of all deeds, leases, bonds, contracts and other valuable papers of the Institute and shall file a list thereof with the Secretary of the Institute.

He shall at the expiration of his term of office, or often-er if so requested by the Institute, make a written report of the general doings of the Institute and suggest such means as may seem to him best calculated to promote its prosperity.

#### SECTION 2. -- FIRST VICE-PRESIDENT

The First Vice-President shall be elected as provided in the Constitution. He shall perform all of the duties of the office of President in the absence, disability or disqualification of that officer.

#### SECTION 3. -- SECOND VICE-PRESIDENT

The Second Vice-President shall be elected as provided in the Constitution. He shall perform all of the duties of the President in the absence or disqualification of both the President and the First Vice-President.

#### SECTION 4. -- TREASURER

The Treasurer shall be elected as provided in the Constitution. He shall see that the current funds of the Institute are deposited in such bank, or banks, and under such conditions as to withdrawal, as the Board of Trustees may, from

time to time direct; he shall perform all of the duties of the President in the absence or disqualification of the President, the First Vice-President, and the Second Vice-Presi-dent.

#### SECTION 5. -- SECRETARY

There shall be a Secretary, to be appointed by the Board of Trustees from without its body, who shall see that the provisions of the Constitution are carried out in so far as they relate to the operation of the affairs of the Institute; he shall attend Board and Institute meetings and shall truly re-cord the proceedings thereof in books kept for that purpose; he shall have charge, under the direction of the Board, of the financial affairs of the Institute and shall keep the proper books and records reflecting their condition, reporting to the Board when required; he shall also perform such other duties as the Board may from time to time direct. He shall be re-quired to furnish such bond as the Board may require, the ex-pense of which shall be paid by the Institute.

### ARTICLE III

#### SECTION 1 -- COMMITTEES

At the first regular meeting after the election of the Board of Trustees, unless a special meeting be called for that purpose, or as soon thereafter as may be practicable, the President shall appoint eight standing committees to consist of three members each.

The standing committees shall be as follows:

- |                         |                             |
|-------------------------|-----------------------------|
| 1. Finance (5 members)  | 5. Printing and Advertising |
| 2. Building and Repairs | 6. Membership               |
| 3. Library              | 7. Constitution and By-Laws |
| 4. Lectures and Classes | 8. Chess Room               |

#### *SECTION 2. -- GENERAL DUTIES OF COMMITTEES*

The committees above named shall meet at such times as may be necessary, at a time and place to be agreed upon and of which all members thereof shall have due notice. And it shall be the duty of said committees to present a report to the Board covering all of the affairs entrusted to them respectively.

The committees above named shall approve all bills incurred in their respective departments before they are audited by the finance committee.

#### *SPECIAL DUTIES OF COMMITTEES*

The special duties of the above-named committees are declared to be as follows:

#### *SECTION 3. -- FINANCE COMMITTEE*

The Finance Committee shall have supervision of the books, accounts and finances of the Institute. It shall provide for the proper collection of library dues, fees and rents, and audit all bills approved by other committees or ordered by the Board of Trustees. The Finance Committee shall examine the accounts of the Treasurer, Librarian, and Secretary, and certify their condition and shall report the state of the finances, and make recommendations for maintaining the funds and increasing the resources of the Institute.

#### *SECTION 4. -- BUILDING AND REPAIRS COMMITTEE*

The Building and Repairs Committee shall have supervision of all buildings of the Institute, and report monthly their condition and all necessary improvements. It shall superintend all alterations ordered by the Board of Trustees, and shall make such recommendations as will improve the condition and value of the property.

#### *SECTION 5. -- LIBRARY COMMITTEE*

The Library Committee shall exercise supervision of the library in all its departments, and report monthly to the Board of Trustees its condition and make recommendations for the purchase of books and supplies required.

#### *SECTION 6. -- LECTURES AND CLASSES COMMITTEE*

The Lectures and Classes Committee shall exercise supervision of lectures and classes, shall make recommendations respecting the same and shall make provision for and superintend such as are ordered by the Board of Trustees.

#### *SECTION 7. -- PRINTING AND ADVERTISING COMMITTEE*

The Printing and Advertising Committee shall supervise and direct all printing and advertising ordered by the Board of Trustees.

#### *SECTION 8. -- MEMBERSHIP COMMITTEE \**

The Committee on Membership shall devise and propose to the Board of Trustees ways and means for increasing the membership of the Institute. It shall receive and give prompt and proper attention to all complaints concerning membership. It shall also have charge of the distribution of all printed matter relating to membership in the Institute.

*SECTION 9. -- CONSTITUTION AND BY-LAWS COMMITTEE*

The Committee on Constitution and By-Laws shall examine and report upon all propositions presented to the Board of Trustees relating to any of the provisions of the Constitution and By-Laws. It shall also formulate and present such new provisions as it may from time to time deem necessary for the proper transaction of the business of the Institute or the Board of Trustees.

*SECTION 10. -- CHESS ROOM COMMITTEE*

The Committee on Chess Room shall have general supervision of the Chess Room and shall from time to time recommend to the Board of Trustees such rules and regulations governing the Chess Room as said Committee shall deem advisable.

*ARTICLE IV*

*SECTION 1. -- LIBRARIAN*

The Librarian shall be appointed by the Board of Trustees, and shall be a citizen of the United States. He shall be of good moral character and strict integrity, of liberal education, conversant with the literature of the day, and in sympathy with the objects for which the Mechanics' Institute was organized. He shall attend exclusively to the business of the Library and shall keep such official hours as the Board of Trustees shall prescribe. He shall give a sufficient bond in such sum as the Board may determine for the faithful performance of his duties.

*SECTION 2.*

The Librarian shall, under the Trustees, have the gen-

eral charge, management and control of the library, and of all persons employed therein, and shall have the custody of all books and other properties of the Library.

*SECTION 3.*

He shall prepare lists of books required for the Library, which lists the Library Committee shall present, with their recommendations, to the Board of Trustees.

*SECTION 4.*

He shall collect all fees, dues, and fines, and daily pay the amounts received by him to the Secretary, taking the latter's receipt therefor.

*SECTION 5.*

He shall keep possession of the keys of the Library.

*SECTION 6.*

He shall see that punctuality is observed in opening and closing the Library and Chess Room at the hours named in the rules and shall see that the regulations of the Library and Chess Room are strictly enforced.

*SECTION 7.*

At each regular meeting of the Board the Librarian shall report in writing to the Trustees the general condition of the Library and make such recommendations as he may deem proper.

He shall also make an annual report to the Board of Trustees at the close of the Library year.

## ARTICLE V

### SECTION 1. -- ELECTIONS

All elections or appointments made by the Board of Trustees shall be by ballot.

### SECTION 2. -- ELECTIONS BY THE MEMBERSHIP

(a) Ballots shall be provided by the Secretary in the manner provided by Article IX of the Constitution.

(b) In addition, envelopes for ballots shall be provided by the Secretary which shall be uniform in size, color and weight of paper. On the face of the envelope shall be printed the word "Ballot"; no other mark, printed character or design shall appear on the envelope. Ballots shall be enclosed and sealed in these envelopes.

Envelopes for returning to the Institute the ballots and the envelopes in which the ballots are to be enclosed shall also be provided by the Secretary which shall be uniform in size, color and weight of paper. On the face of these envelopes shall be printed the name and address of the Institute.

One ballot and one envelope of each kind shall be mailed, postage prepaid, by the Secretary to each person who is entitled to vote not less than 10 days prior to the date of the election.

The Secretary shall also send each member a biographical sketch of each of the candidates for Trustee, not to exceed fifty words in length, prepared by the Secretary from material to be submitted by the candidates.

Each member voting shall place his marked ballot in the envelope marked "Ballot" and seal the envelope; this envelope shall be placed in the envelope provided for returning the ballot to the Institute. In the upper left-hand corner of this second envelope, the member voting shall sign his name legibly. The second envelope shall be mailed to the Institute.

(c) Ballots received by the Secretary in the office of the Institute prior to the regular hour for the closing of the Library on the day of the election shall be counted.

## ARTICLE VI

### SECTION 1. -- USE OF BUILDING

The Library and other rooms attached thereto shall be used exclusively for Institute business, except by permission of the Board of Trustees expressly given.

## ARTICLE VII

### SECTION 1. -- PAYMENTS BY CHECK

All payments out of funds of the Institute must be made by check drawn in favor of the person to whom the payment is due.

## ARTICLE VIII

### SECTION 1. -- NO TRUSTEE TO BENEFIT PECUNIARILY

No member of the Board of Trustees shall be pecuniarily interested in any contract, or in the performance of any labor, or in the purchasing of any materials or supplies pertaining to the Mechanics' Institute, nor shall he receive any compen-

sation, directly or indirectly for any services in connection therewith.

#### *ARTICLE IX*

##### *SECTION 1. -- AMENDMENTS*

It shall require a vote of the majority of all members of the Board to alter or amend these By-Laws, notice for the same having been given in writing at a previous regular Board meeting.

#### *ARTICLE X*

##### *SECTION 1. -- SUSPENSION*

It shall require a unanimous vote of the members present, at any meeting, to suspend these By-Laws.